

Hearing Date: October 30, 2019 at 9:30 a.m. (Atlantic Time)
Objection Deadline: July 8, 2019 at 4:00 p.m. (Atlantic Time)

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,
Debtors.¹

PROMESA
Title III

Case No. 17-BK-3283 (LTS)

(Jointly Administered)

**NOTICE OF HEARING TO CONSIDER APPLICATIONS
FOR ALLOWANCE OF FINAL COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED BY THE COFINA AGENT
AND HER PROFESSIONALS DURING THE FINAL COMPENSATION FEE PERIOD**

PLEASE TAKE NOTICE that, in accordance with the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Dkt. No. 3269], applications for interim allowance of compensation for professional services rendered and reimbursement of expenses incurred (collectively, the “**Fee Applications**”) during the Final Fee Period have been filed in the title III cases of the above-captioned debtors (collectively, the “**Debtors**”) by the COFINA Agent and her retained professionals (collectively, the “**COFINA Agent Applicants**”), each of which is listed on Exhibit A hereto. The Final Fee Period covers August 3, 2017 through February 12,

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“**COFINA**”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“**HTA**”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“**ERS**”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“**PREPA**”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747).

2019, and, at the express request of the fee examiner of COFINA professionals, includes fees and expenses incurred relating to the preparation of the professionals final applications and an estimate of fees and expenses that may be incurred in connection with participation in the hearing on the final fee applications.

PLEASE TAKE FURTHER NOTICE that a hearing (the “**Hearing**”) will be held before the Honorable Laura Taylor Swain on **October 30, 2019 at 9:30 a.m. (prevailing Atlantic Time)**, or as soon thereafter as counsel may be heard, in the United States District Court for the District of Puerto Rico, 150 Carlos Chardón Street, Federal Building, Office 150, San Juan, Puerto Rico 00918-1767, or in such other location as the Court may order, to consider approval of the Fee Applications.

PLEASE TAKE FURTHER NOTICE that responses or objections, if any, to the Fee Applications must be made in writing, state with particularity the grounds therefor, conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the District of Puerto Rico, be filed with the Court by (a) an attorney practicing in the Court, including attorneys admitted *pro hac vice*, electronically in accordance with Rule 5 of the Local Rules for the District of Puerto Rico, and (b) all other parties in interest on a CD-ROM in text-searchable portable document format (PDF), to the extent applicable, and shall be served in a manner as will cause such objection to be received by **July 8, 2019 at 4:00 p.m. (prevailing Atlantic Time)** (the “**Objection Deadline**”) by: (i) counsel for the Oversight Board, Proskauer Rose LLP, Eleven Times Square, New York, NY 10036 (Attn: Martin J. Bienenstock, Esq. and Ehud Barak, Esq.) and Proskauer Rose LLP, 70 West Madison Street, Chicago, IL 60602 (Attn: Paul V. Possinger, Esq.); (ii) local counsel for the Oversight Board, O’Neill & Borges LLC, 250 Muñoz Rivera Ave., Suite 800, San Juan, PR 00918 (Attn: Hermann D. Bauer, Esq.); (iii) counsel for

the Puerto Rico Fiscal Agency and Financial Advisory Authority, O'Melveny & Myers LLP, Times Square Tower, 7 Times Square, New York, NY 10036 (Attn: John J. Rapisardi, Esq., Suzanne Uhland, Esq., and Diana M. Perez, Esq.); (iv) the Office of the United States Trustee for the District of Puerto Rico, Edificio Ochoa, 500 Tanca St., Suite 301, San Juan, PR 00901 (re: *In re Commonwealth of Puerto Rico*); (v) counsel for the Official Committee of Unsecured Creditors, Paul Hastings LLP, 200 Park Ave., New York, NY 10166 (Attn: Luc A. Despins, Esq.); (vi) local counsel for the Official Committee of Unsecured Creditors, Casillas, Santiago & Torres LLC, El Caribe Office Building, 53 Palmeras St., Suite 1601, San Juan, PR 00901 (Attn: Juan J. Casillas Ayala, Esq., and Alberto J.E. Aenses Negron, Esq.); (vii) counsel for the Official Committee of Retired Employees, Jenner & Block LLP, 919 Third Ave., New York, NY 10022 (Attn: Robert Gordon, Esq. and Richard Levin, Esq.) and Jenner & Block LLP, 363 N. Clark St., Chicago, IL 60654 (Attn: Catherine Steege, Esq. and Melissa Root, Esq.); (viii) local counsel for the Official Committee of Retired Employees, Bennazar, Garcia & Milián, C.S.P., Edificio Union Plaza, PH-A, 416 Ave. Ponce de León, Hato Rey, PR 00918 (Attn: A.J. Bennazar-Zequeira, Esq.); (ix) counsel to the Fee Examiner, Godfrey & Kahn, S.C., One East Main St., Suite 500, Madison, WI 53703 (Attn: Katherine Stadler, Esq.); (x) local counsel to the Fee Examiner, EDGE Legal Strategies, PSC, 252 Ponce de León Ave., Citibank Tower, 12th Floor, San Juan, PR 00918 (Attn: Eyck O. Lugo); and (xi) the COFINA Agent Applicant whose Fee Application is subject to the objection at the address set forth in the applicable Fee Application.

PLEASE TAKE FURTHER NOTICE that if no responses or objections are received by the Objection Deadline, the relief may be granted as requested in the Fee Applications without further notice or a hearing.

PLEASE TAKE FURTHER NOTICE that you need not appear at the Hearing if you do not object to the relief requested in the Fee Applications.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned from time to time without further notice other than filing a notice of adjournment with the Court or an announcement of the adjourned date or dates at the Hearing or at a later hearing.

Dated: June 12, 2019
New York, New York

Respectfully submitted,

By: /s/ Nilda M. Navarro-Cabrer
Nilda M. Navarro-Cabrer
(USDC – PR No. 201212)
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*Special Municipal Bankruptcy
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Respectfully submitted,

By: /s/ Joseph G. Minias
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Counsel to the COFINA Agent

EXHIBIT A

Summary of Fee Applications of the COFINA Agent and Her Professionals

<u>Applicant and Docket No.</u>	<u>Capacity</u>	<u>Interim Compensation Requested</u>	<u>Interim Reimbursement of Expenses Requested</u>
Bettina M. Whyte [Docket No. 7408]	COFINA Agent	\$1,098,223.50	\$40,397.88
Willkie Farr & Gallagher LLP [Docket No. 7409]	Counsel to the COFINA Agent	\$14,322,076.14	\$1,234,047.92
Klee, Tuchin, Bogdanoff & Stern LLP [Docket No. 7410]	Special Municipal Bankruptcy Counsel to the COFINA Agent	\$2,549,727.72	\$54,611.61
Navarro-Cabrer Law Offices [Docket No. 7412]	Local Counsel to the COFINA Agent	\$361,478.75	\$3,805.46